

LEWIS & KAPPES

PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

1700 ONE AMERICAN SQUARE
BOX 82053
INDIANAPOLIS, INDIANA 46282-0003
(317) 639-1210

TELECOPIERS
(317) 639-4882
(317) 639-4878

OF COUNSEL
SAMUEL A. FULLER*
LESLIE DUVALL
LORI KYLE ENDRIS
*Also admitted in Florida

TED. B. LEWIS
(1919-1991)

†Registered Mediators

Web Site
[Http://www.Lewis-Kappes.com](http://www.Lewis-Kappes.com)

E-Mail Address
Office@Lewis-Kappes.com
GPrice@Lewis-Kappes.com

PHILIP S. KAPPE†
DAVID WELKER GRAY
JOHN F. WICKES, JR.
GARY P. PRICE†
STEVEN L. TUCHMAN†
THOMAS R. RUGE
M. KENT NEWTON***†
C. DUANE O'NEAL
BRETT J. MILLER*
TODD A. RICHARDSON**
BETTE J. DODD
PETER S. FRENCH
BRIAN A. STATZ
JOHN A. BROYLES
MEGAN J. KIGHT
CHRISTOPHER C. EARLE†
JENNIFER S. WHEELER
STEPHANIE J. SCHANKERMAN

February 1, 1999

*Also admitted in Illinois
**Also admitted in Massachusetts
***Also admitted in District of Columbia

PERSONAL AND CONFIDENTIAL
VIA UPS NEXT DAY AIR

Joseph F. DiAngelo
VOLTDELTA
1221 Avenue of the Americas
New York, New York 10020

Dear Joe:

[REDACTED]

[REDACTED]

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EXHIBIT

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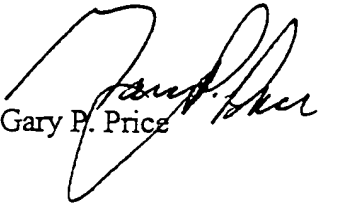
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Joseph F. DiAngelo
February 1, 1999
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Sincerely,

LEWIS & KAPPES


Gary P. Price

GPP:mdl

cc: Robert O. Stuart
USADA, Inc.
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